

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

IN RE:	} CASE NUMBER: 17-10466 (SCC)
RUNWAY LIQUIDATION HOLDINGS, LLC, et al.,	}
	}
	} (Jointly Administered)
	}
DEBTORS	} CHAPTER 11

DEBTOR'S POST CONFIRMATION
QUARTERLY OPERATING REPORT
FOR THE PERIOD
FROM SEPTEMBER 27, 2020 TO DECEMBER 26, 2020

Comes now the above-named debtor and files its Post-Confirmation Quarterly Operating Report in accordance with the Guidelines established by the United States Trustee and FRBP 2015.

Dated: January 28, 2020

/s/ Bradford J. Sandler
Attorney for Plan Administrator

Debtors Address
and Phone Number:
Runway Liquidation Holdings LLC.
c/o Alix Partners
Attention: John Boken
555 S. Flower Street #4200
Los Angeles, CA 90071
Tel. (213) 234-3803

Plan Administrator
Dave MacGreevey
ALIXPARTNERS, LLP
909 Third Avenue
28th Floor, New York, NY 10022

Debtor's Contact
John Boken
ALIXPARTNERS, LLP
Chief Financial Officer
Tel. (213-234-3802)

Attorney's Address
and Phone Number:
Robert J. Feinstein, Esq.
Bradford J. Sandler, Esq
Steven W. Golden, Esq
PACHULSKI STANG ZIEHL & JONES LLP
780 Third Avenue, 34th Floor
New York, NY 10017
Bar No.
Tel. (212) 561-7700

QUESTIONNAIRE		
	YES*	NO
1. Have any assets been sold or transferred outside the normal course of business, or		X
2. Are any post-confirmation sales or payroll taxes past due?		X
3. Are any amounts owed to post-confirmation creditors/vendors over 90 days delinquent?		X
4. Is the Debtor current on all post-confirmation plan payments?	X	

*If the answer to any of the above questions is "YES," provide a detailed explanation of each item on a separate sheet.

INSURANCE INFORMATION		
	YES	NO*
1. Are real and personal property, vehicle/auto, general liability, fire, theft, worker's compensation, and other necessary insurance coverages in effect?	X	
2. Are all premium payments current?		N/A

*If the answer to any of the above questions is "NO," provide a detailed explanation of each item on a separate sheet.

CONFIRMATION OF INSURANCE			
Type of Policy and Carrier	Period of Coverage	Payment Amount and Frequency	Delinquency Amount
SEE ATTACHMENT 1-B			

DESCRIBE PERTINENT DEVELOPMENTS, EVENTS, AND MATTERS DURING THIS REPORTING PERIOD:

During the period covered by this Quarterly Operating Report, the Plan Administrator and his professionals have been engaged in a variety of activities associated with the wind down of the Post-Effective Date Debtors, including, among other activities, monetizing financial and tangible assets of the estate, managing and satisfying post-confirmation vendor obligations, reviewing, reconciling, and resolving claims, and determining the best course of action for various other open issues, including the disposition of unresolved litigation.

The Plan Administrator and his professionals have made progress on all of the aforementioned activities during the period ended December 26, 2020. Nevertheless, given the complexity of the transition process, a significant volume of wind down issues, and the magnitude of filed claims in this case, the Plan Administrator currently assumes that his responsibilities on behalf of the Post-Effective Date Debtors and its creditors is currently anticipated to conclude some time in 2021.

Estimated Date of Filing the Application for Final Decree: _____

I declare under penalty of perjury that this statement and the accompanying documents and reports are true and correct to the best of my knowledge and belief.

This 27th day of January, 2021



JOHN R. BOKEN

CHIEF FINANCIAL OFFICER

RUNWAY LIQUIDATION HOLDINGS, LLC, et al.

SIGNIFICANT ASSET SALES AND TRANSFERS		
DATE	PURCHASE PRICE	ASSETS SOLD

One of the principal responsibilities of the Plan Administrator and his professionals is to monetize or dispose of all remaining assets of the Post-Effective Date Debtors. Certain assets and tangible personal property were not sold in connection with the asset sales approved in the Plan and thus remained as assets of the Post-Effective Date Debtors, to be monetized or disposed of by the Plan Administrator.

The relative value of the remaining tangible personal property of the Post-Effective Date Debtors is not material. Given the role and responsibilities of the Plan Administrator, the sale of any such remaining assets are considered ordinary course for purposes of this Quarterly Operating Report.

Confirmation of Insurance - Paid in Full Premiums					
Type of Policy	Carrier	Period of Coverage	Payment Amount	Frequency	Delinquency Amount
D&O / 3 year tail	Chubb	01/31/2020 to 01/31/2021	\$51,625.00	Paid in full	N/A

During the Reporting Period ended December 30, 2017, Runway Liquidation Holdings, LLC and its affiliated Post-Effective Date Debtors terminated all remaining employees and, at this point, no longer remain in possession of any material non-financial assets. As a result, the Plan Administrator determined that certain insurance coverages could be allowed to expire and not be renewed without creating undue risk to the Post-Effective Date Debtors and the wind down process. The Plan Administrator and his representatives have and will continue to evaluate whether additional insurance coverage (other than that coverage that remains in place as of the end of the Reporting Period), or further coordination with insurance providers, is advisable and prudent.

**CHAPTER 11 POST-CONFIRMATION
SCHEDULE OF RECEIPTS AND DISBURSEMENTS**

Case Name: In re: Runway Liquidation Holdings, LLC, et al.
Case Number: 17-10466 (SCC)
Date of Plan Confirmation: July 31, 2017

1. **CASH (Beginning of Period - September 27, 2020 Opening)**¹
2. **INCOME or RECEIPTS during the Period**
 - a. **GBG Receipts Held for Transfer**
 - b. **Less: GBG Receipts Held for Transfer (Prior Period)**
 - c. **Amounts Charged-Back to GBG for GBG costs**

Quarterly	Post Confirmation Total
\$ 4,658,454.50	\$ 6,015,738.72
95,000.00	243,330,471.17
-	(7,492.04)
-	
-	1,059,524.93
-	
4,753,454.50	250,398,242.78

Total Receipts

3. DISBURSEMENTS

a. Operating Expenses (Fees/Taxes):

- (i) U.S. Trustee Quarterly Fees
- (ii) Federal Taxes
- (iii) State Taxes
- (iv) Other Taxes

-	(150,208.55)
-	(2,861,819.04)
(5,593.00)	(3,189,182.32)
-	(1,128,379.19)

b. All Other Operating Expenses:

(218,018.42)	(137,478,528.06)
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c. Plan Payments:

- (i) Administrative Claims
- (ii) Class One - Secured Tax Claims
- (iii) Class Two - Other Secured Claims
- (iv) Class Three - Other Priority Claims
- (v) Class Four* - Term Loan New Tranche A Claims
- (vi) Cure Amounts
- (vii) Other Plan Payments

(125,000.00)	(523,593.12)
-	(63,449.75)
-	(83,969,390.95)
-	(277,807.69)
-	-
-	(5,337,962.54)
-	(10,281,962.10)

Total Disbursements (Operating & Plan)

(348,611.42)	(245,993,399.70)
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4. **CASH (End of Period - December 26, 2020)**

\$ 4,404,843.08	\$ 4,404,843.08
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Notes:

¹See Attachment No. 2A

The Amended Joint Plan of Reorganization (the “Plan”) for BCBG Max Azria Global Holdings, LLC and its Debtor Affiliates became effective on July 31, 2017 (the “Effective Date”).

This Quarterly Operating Report (“QOR”) covers the period from September 27, 2020 through December 26, 2020. The starting date for the QOR is the first day of the accounting month of October 2020 for Runway Liquidation Holdings, LLC et al. (fka BCBG Max Azria Global Holdings, LLC) (the “Company” or the “Post-Effective Date Debtors”) and the day subsequent to the closing date of the September 2020 QOR filed by the Company on October 15, 2020 (Docket 1254).

The Post-Effective Date Debtors have not yet completed the closing of the Company’s books and records for the monthly accounting periods ending October 31, 2020, November 28, 2020 and December 26, 2020. As a result, this QOR does not include comparative book balances for each of the existing bank accounts as of the end of the October 2020, November 2020 and December 2020 periods on the attached bank account reconciliation schedules. However, given the nature and timing of its post-Effective Date disbursements, the Company believes that any reconciliation differences between bank and book balances as of those month end dates are immaterial.

In the event that, after closing its books and records for the October 2020, November 2020 and December 2020 periods, the Company identifies any material bank to book reconciliation items for any of its accounts, the Plan Administrator may elect to amend this QOR with any such information.

CHAPTER 11 POST CONFIRMATION QUARTERLY REPORT
BANK ACCOUNT RECONCILIATIONS
OCTOBER 2020 ACCOUNTING PERIOD - SEPTEMBER 27, 2020 THROUGH OCTOBER 31, 2020

Bank Account Information	Account 1	Account 2
Name of Bank:	PNC	PNC
Account Number:	XXXXXX4852	XXXXXX4844
Purpose of Account (Operating/Payroll/Tax)	Estate Operations Account	GUC Trust Account
Type of Account (e.g. checking)	Business Checking	Business Checking
Balance per Bank Statement (Closing Balance - 10/31/20)	\$3,033,212.07	\$900,000.00

CHAPTER 11 POST CONFIRMATION QUARTERLY REPORT
BANK ACCOUNT RECONCILIATIONS
OCTOBER 2020 ACCOUNTING PERIOD - SEPTEMBER 27, 2020 THROUGH OCTOBER 31, 2020

Bank Account Information	Account 3
Name of Bank:	PNC
Account Number:	XXXXXX9565
Purpose of Account (Operating/Payroll/Tax)	Estate Account
Type of Account (e.g. checking)	Business Checking
Balance per Bank Statement (Closing Balance - 10/31/20)	\$534,878.50

CHAPTER 11 POST CONFIRMATION QUARTERLY REPORT
BANK ACCOUNT RECONCILIATIONS
NOVEMBER 2020 ACCOUNTING PERIOD - NOVEMBER 1, 2020 THROUGH NOVEMBER 28, 2020

Bank Account Information	Account 1	Account 2
Name of Bank:	PNC	PNC
Account Number:	XXXXXX4852	XXXXXX4844
Purpose of Account (Operating/Payroll/Tax)	Estate Operations Account	GUC Trust Account
Type of Account (e.g. checking)	Business Checking	Business Checking
Balance per Bank Statement (Closing Balance - 11/28/20)	\$3,071,697.38	\$900,000.00

CHAPTER 11 POST CONFIRMATION QUARTERLY REPORT
BANK ACCOUNT RECONCILIATIONS
NOVEMBER 2020 ACCOUNTING PERIOD - NOVEMBER 1, 2020 THROUGH NOVEMBER 28, 2020

Bank Account Information	Account 3
Name of Bank:	PNC
Account Number:	XXXXXX9565
Purpose of Account (Operating/Payroll/Tax)	Estate Account
Type of Account (e.g. checking)	Business Checking
Balance per Bank Statement (Closing Balance - 11/28/20)	\$534,878.50

CHAPTER 11 POST CONFIRMATION QUARTERLY REPORT
BANK ACCOUNT RECONCILIATIONS
DECEMBER 2020 ACCOUNTING PERIOD - NOVEMBER 29, 2020 THROUGH DECEMBER 26, 2020

Bank Account Information	Account 1	Account 2
Name of Bank:	PNC	PNC
Account Number:	XXXXXX4852	XXXXXX4844
Purpose of Account (Operating/Payroll/Tax)	Estate Operations Account	GUC Trust Account
Type of Account (e.g. checking)	Business Checking	Business Checking
Balance per Bank Statement (Closing Balance - 12/26/20)	\$2,969,964.58	\$534,878.50

CHAPTER 11 POST CONFIRMATION QUARTERLY REPORT

BANK ACCOUNT RECONCILIATIONS

DECEMBER 2020 ACCOUNTING PERIOD - NOVEMBER 29, 2020 THROUGH DECEMBER 26, 2020

Bank Account Information	Account 3
Name of Bank:	PNC
Account Number:	XXXXXX9565
Purpose of Account (Operating/Payroll/Tax)	Estate Account
Type of Account (e.g. checking)	Business Checking
Balance per Bank Statement (Closing Balance - 12/26/20)	\$900,000.00

QUARTERLY OPERATING REPORT -
POST CONFIRMATION

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CHAPTER 11 POST CONFIRMATION QUARTERLY REPORT

CASH DISBURSEMENT DETAILS

OCTOBER 2020 ACCOUNTING PERIOD - SEPTEMBER 27, 2020 THROUGH OCTOBER 31, 2020

Name of Bank	PNC
Account Number	XXXXXX4852
Purpose of Account (Operating/Payroll/Personal)	Accounts Payable - Controlled Disbursements
Type of Account (e.g., Checking)	Checking

Check Number	Date of Transaction	Payee	Purpose or Description	Amount
Wire Transfer	09/30/20	PNC Bank Fee	Vendor Payables	\$ 579.92
Wire Transfer	09/30/20	Halperin Battaglia Benzija LLP	Allowed Administrative Claims	125,000.00
238	10/13/20	New Hampshire	Vendor Payables	5,593.00
Wire Transfer	10/14/20	Citco	Professional Fees	5,527.12
Wire Transfer	10/14/20	Alixpartners Holdings, LLP	Professional Fees	24,321.68
Wire Transfer	10/14/20	CIC Paris Opera Bourse	Vendor Payables	2,640.00
242	10/20/20	McNicholas & McNicholas LLP	Professional Fees	1,000.00
244	10/22/20	Pachulski Stang Ziehl & Jones	Professional Fees	73,739.16
243	10/22/20	Donlin, Recano & Company, Inc.	Professional Fees	6,143.05
246	10/22/20	Williams Data Management	Vendor Payables	136.76
Wire Transfer	10/30/20	PNC Bank Fee	Vendor Payables	683.24
			TOTAL	\$ 245,363.93

CHAPTER 11 POST CONFIRMATION QUARTERLY REPORT
CASH DISBURSEMENT DETAILS
NOVEMBER 2020 ACCOUNTING PERIOD - NOVEMBER 1, 2020 THROUGH NOVEMBER 28, 2020

Name of Bank	PNC
Account Number	XXXXXX4852
Purpose of Account (Operating/Payroll/Personal)	Accounts Payable - Controlled Disbursements
Type of Account (e.g., Checking)	Checking

Check Number	Date of Transaction	Payee	Purpose or Description	Amount
Wire Transfer	11/19/20	NautaDutilh AC	Professional Fees	\$ 367.19
Wire Transfer	11/19/20	Sheppard Mullin Richter Hampton LLP	Professional Fees	1,147.50
			TOTAL	\$ 1,514.69

CHAPTER 11 POST CONFIRMATION QUARTERLY REPORT

CASH DISBURSEMENT DETAILS

DECEMBER 2020 ACCOUNTING PERIOD - NOVEMBER 29, 2020 THROUGH DECEMBER 26, 2020

Name of Bank	PNC
Account Number	XXXXXX4852
Purpose of Account (Operating/Payroll/Personal)	Accounts Payable - Controlled Disbursements
Type of Account (e.g., Checking)	Checking

Check Number	Date of Transaction	Payee	Purpose or Description	Amount
Wire Transfer	11/30/20	PNC Bank Fee	Vendor Payables	\$ 685.70
Wire Transfer	12/14/20	Alixpartners Holdings, LLP	Professional Fees	29,461.21
Wire Transfer	12/14/20	Donlin, Recano & Company, Inc.	Professional Fees	9,954.32
Wire Transfer	12/14/20	Sesame Avocats	Professional Fees	5,774.45
Wire Transfer	12/14/20	CT Corporation	Professional Fees	280.00
Wire Transfer	12/14/20	Williams Data Management	Vendor Payables	136.76
Wire Transfer	12/18/20	Citco	Professional Fees	2,510.34
Wire Transfer	12/18/20	Pachulski Stang Ziehl & Jones	Professional Fees	46,497.90
Wire Transfer	12/18/20	Donlin, Recano & Company, Inc.	Professional Fees	6,295.36
Wire Transfer	12/18/20	Williams Data Management	Vendor Payables	136.76
			TOTAL	\$ 101,732.80